

DEC 30 '09

9-00 AM

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OF COUNSEL
URBAN A LESTER

SURFACE TRANSPORTATION BOARD

December 29, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 4-8410

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Solvay Chemicals, Inc.
3333 Richmond Avenue
Houston, Texas 77098]

Section Chief
December 29, 2009
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A description of the railroad equipment covered by the enclosed document is:

55 railcars: SHPX 450367 - SHPX 450421.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

DEC 30 '09

9-00 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Solvay Chemicals, Inc., a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

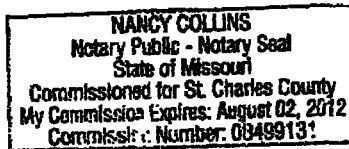
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Solvay Chemicals, Inc.

Contract 4-8410 *dated 8/2/06*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450367
	Hopper	SHPX	450368
	Hopper	SHPX	450369
	Hopper	SHPX	450370
	Hopper	SHPX	450371
	Hopper	SHPX	450372
	Hopper	SHPX	450373
	Hopper	SHPX	450374
	Hopper	SHPX	450375
	Hopper	SHPX	450376
	Hopper	SHPX	450377
	Hopper	SHPX	450378
	Hopper	SHPX	450379
	Hopper	SHPX	450380
	Hopper	SHPX	450381
	Hopper	SHPX	450382
	Hopper	SHPX	450383
	Hopper	SHPX	450384
	Hopper	SHPX	450385
	Hopper	SHPX	450386
	Hopper	SHPX	450387
	Hopper	SHPX	450388
	Hopper	SHPX	450389
	Hopper	SHPX	450390
	Hopper	SHPX	450391
	Hopper	SHPX	450392
	Hopper	SHPX	450393
	Hopper	SHPX	450394
	Hopper	SHPX	450395
	Hopper	SHPX	450396
	Hopper	SHPX	450397
	Hopper	SHPX	450398
	Hopper	SHPX	450399
	Hopper	SHPX	450400

Schedule A

Equipment

Solvay Chemicals, Inc.

Contract 4-8410

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450401
	Hopper	SHPX	450402
	Hopper	SHPX	450403
	Hopper	SHPX	450404
	Hopper	SHPX	450405
	Hopper	SHPX	450406
	Hopper	SHPX	450407
	Hopper	SHPX	450408
	Hopper	SHPX	450409
	Hopper	SHPX	450410
	Hopper	SHPX	450411
	Hopper	SHPX	450412
	Hopper	SHPX	450413
	Hopper	SHPX	450414
	Hopper	SHPX	450415
	Hopper	SHPX	450416
	Hopper	SHPX	450417
	Hopper	SHPX	450418
	Hopper	SHPX	450419
	Hopper	SHPX	450420
	Hopper	SHPX	450421

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/30/09



Robert W. Alvord